#### STATE OF ARIZONA

#### BEFORE THE ARIZONA CORPORATION COMMISSION

BUD TIMS
Chairman
JIM WEEKS
Commissioner
DIANE B. McCARTHY
Commissioner

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In the Matter of the Offering and Sale of Securities of:

SECURITIES CLEARING OF COLORADO, INC. Suite 1021
700 Broadway
Denver, Colorado 80203

DOCKET NO. S-2100-I DECISION NO. 52928

ORDER TO CEASE AND DESIST AND CONSENT TO SAME

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The Respondent, Securities Clearing of Colorado, Inc., having been fully advised of its right to a hearing in this matter, elects to and does hereby, individually and by and through its attorney, permanently waive its right to a hearing and appeal under Article 11 and Article 12 of the Securities Act of Arizona with respect to the above referenced Order to Cease and Desist; acknowledges service of the above referenced Order; admits the jurisdiction of the Arizona Corporation Commission with respect to the matters set forth in the above referenced Order; neither admits nor denies the foregoing Findings of Fact and Conclusions of Law; and hereby consents to the entry of the following Order; without this final Order and Consent by Securities Clearing of Colorado, Inc. constituting any evidence or admission of fact or law in any other proceeding or action that may be brought against Respondent.

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#### FINDINGS OF FACT

On the basis of the allegations of the Securities Division, the Arizona Corporation Commission finds that:

- 1. Securities Clearing of Colorado, Inc. is a Colorado corporation whose address and principal place of business is Suite 1021, 700 Broadway, Denver, Colorado 80203.
- 2. From on or about January 1, 1981, to an unknown date, Securities Clearing of Colorado, Inc. acted as an agent, broker or principal and has engaged in the State of Arizona in the business of offering, buying, selling or otherwise dealing or trading in securities issued by other persons and entities and thereby becoming a dealer of securities as defined by A.R.S. §44-1801 (5).
- 3. At all times relevant hereto, Securities Clearing of Colorado, Inc. was not a registered securities dealer with the Securities Division of the Arizona Corporation Commission as required by A.R.S. §44-1842.

#### III

#### CONCLUSIONS OF LAW

- 4. The Arizona Corporation Commission has jurisdiction over this matter under Article 15 of the Arizona Constitution and A.R.S. §44-1822 and §44-2032.
- 5. The conduct set forth in Paragraphs 1 through 3 above constitutes a violation of A.R.S. §44-1842.

WHEREFORE, on the basis of the foregoing and good cause appearing:

IT IS HE.\_BY ORDERED:

Securities Clearing of Colorado, Inc. its agents, servants, employees, successors, assigns, and those persons in active concert or participation with it are hereby ordered to Cease and Desist from offering to sell or selling securities within the State of Arizona unless prior registration as a dealer is obtained from the Arizona Corporation Commission pursuant to Article 9 of the Securities Act of Arizona or an exemption from the securities dealer registration requirements of said Act is available.

BY ORDER OF THE ARIZONA CORPORATION COMMISSION

CHAIRMAN COMMISSIONER

COMMISSIONER

IN WITNESS WHEREOF, I, TIMOTHY A. BARROW, Executive Secretary of the Arizona Corporation Commission, have hereunto set my hand and caused the official seal of this Commission to be affixed at the Capitol, in the City of Phoenix, this \_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_,

TIMOTHY A. BARROW Executive Secretary

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# CONSENT TO ENTRY OF ORDER BY THE ARIZONA CORPORATION COMMISSION AND WAIVER OF HEARING

Securities Clearing of Colorado, Inc. hereby acknowledges that it has read the foregoing Findings of Fact, Conclusions of Law, and Order to Cease and Desist, has been fully advised of the right to a hearing in this matter at which time it may present evidence, call witnesses in its own behalf, and confront witnesses against it, does hereby waive a hearing and appeal in this matter and freely consent to the entry of the foregoing Findings of Fact, Conclusions of Law and Cease and Desist Order.

Securities Clearing of Colorado, Inc. admits the jurisdiction of the Commission and neither admits nor denies the foregoing Findings of Fact and Conclusions of Law, and consents to entry of the Order without this final Order constituting any evidence or admission of fact or law in any other proceeding or action that may be brought against it.

Securities Clearing of Colorado, Inc. further states that no promise of any kind or nature whatsoever was made to induce it to enter into this Consent and Order, and declares and represents it entered into this Consent and Order as a voluntary act on its part.

Securities Clearing of Colorado, Inc. understands that this Consent and Order is solely for the purpose of settling this administrative proceeding and does not preclude the Arizona Attorney General or any other agency or officer of

1	this State from instituting any other legal action pertaining
2	to the subject matter of this Consent and Order as may be
3	appropriate now or in the future.
4	Dated this 10th day of March, 1982.
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6	SECURITIES CLEARING OF COLORADO, INC.
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8	By: Your Oson
9	Title: President
10	SUBSCRIBED AND SWORN TO before me this 10 day of
11	march, 1982.
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13	Many E. Van Hook
14	Notary Public
15	My Commission Expires:
16	5/22/84
17	My address is: 600 Capitol Life Center
18	Denver, CO 80203
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20	Approved as to Form:
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22	By: Harley W. Shaver
23	Attorney for Securities Clearing of Colorado, Inc.
24	creating of cororado, inc.
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